

RECORDATION NO. 27499-C FILED

MAY 27 '08

12-47 PM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
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www.firstunionrail.com

May 23, 2008

Ms. Anne K. Quinlan
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated March 14, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 27499.

The names and addresses of the parties to the enclosed document are:

Lessor:	First Union Rail Corporation	Lessee:	The Kansas City Southern De Mexico, S.A. de C.V.
	One O'Hare Centre		P. O. Box 219335
	6250 River Road, Suite 5000		Kansas City, MO 64121-9335
	Rosemont, IL 60018		

A description of the railroad equipment covered by the enclosed document is one hundred ten (110) 4750 cu. ft. covered hopper cars; with NOKL marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne
Rail Sr. Documentation Specialist

Enclosures

(TFM012)

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ASSGN. NO.: TFM012

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 14th day of March, 2008 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and THE KANSAS CITY SOUTHERN DE MEXICO, S.A. DE C.V., a Mexican corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of February 1, 2004 whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 3 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of March 15, 2004, and subject to the terms, conditions and provisions of the above mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. SeymourName: RICHARD F. SEYMOURTitle: VICE PRESIDENT SALES & MARKETINGBy: Janice EnlowaName: JANICE ENLOWATitle: MGR OF DOCUMENTATIONExecuted on this 14th day of March, 2008.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 14th day of March, 2008.

Georgia Freiburger
Notary Public

My Commission Expires:

5-2008
(Notary Public)



LESSEE:

THE KANSAS CITY SOUTHERN DE MEXICO, S.A. DE C.V.

By: Paul J. Weyandt

Name: Paul J. Weyandt

Title: Treasurer



Name: _____

Title: _____

Executed on this ____ day of _____, _____.

[CORPORATE SEAL]

STATE OF MISSOURI

COUNTY OF JACKSON

I, Patricia A. Sexson, a Notary Public of the County and State aforesaid, certify that Paul J. Weyandt personally appeared before me this day and acknowledged his ~~her~~ due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 11th day of March, 2008.

Patricia A. Sexson
Notary Public

My Commission Expires:

(Notary Public)

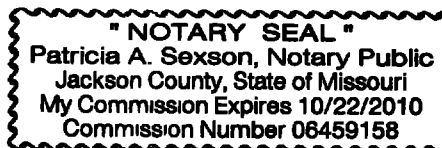


EXHIBIT A
to
MEMORANDUM OF LEASE

Number of Cars: One hundred ten (110).

Description of Cars: 100-ton, 4750 cubic foot covered hopper cars for use in grain service

Car Numbers:

NOKL 823314	NOKL 824331	NOKL 824399
NOKL 823315	NOKL 824332	NOKL 824400
NOKL 823340	NOKL 824333	NOKL 824402
NOKL 823341	NOKL 824334	NOKL 824404
NOKL 823345	NOKL 824335	NOKL 824405
NOKL 823550	NOKL 824336	NOKL 824406
NOKL 823920	NOKL 824337	NOKL 824410
NOKL 823923	NOKL 824338	NOKL 824413
NOKL 823934	NOKL 824341	NOKL 824415
NOKL 823939	NOKL 824348	NOKL 824423
NOKL 824111	NOKL 824352	NOKL 824430
NOKL 824112	NOKL 824353	NOKL 824432
NOKL 824114	NOKL 824354	NOKL 824433
NOKL 824116	NOKL 824355	NOKL 824436
NOKL 824136	NOKL 824359	NOKL 824440
NOKL 824141	NOKL 824360	NOKL 824686
NOKL 824142	NOKL 824363	NOKL 824689
NOKL 824168	NOKL 824364	NOKL 824702
NOKL 824195	NOKL 824365	NOKL 824718
NOKL 824205	NOKL 824366	NOKL 824720
NOKL 824214	NOKL 824367	NOKL 824732
NOKL 824225	NOKL 824368	NOKL 824741
NOKL 824227	NOKL 824369	NOKL 824744
NOKL 824241	NOKL 824372	NOKL 824747
NOKL 824244	NOKL 824373	NOKL 824749
NOKL 824249	NOKL 824374	NOKL 824751
NOKL 824277	NOKL 824377	NOKL 824752
NOKL 824280	NOKL 824381	NOKL 824753
NOKL 824308	NOKL 824382	NOKL 824754
NOKL 824311	NOKL 824385	NOKL 826268
NOKL 824316	NOKL 824387	NOKL 826275
NOKL 824318	NOKL 824388	NOKL 826293
NOKL 824319	NOKL 824391	NOKL 828505
NOKL 824320	NOKL 824393	NOKL 828506
NOKL 824323	NOKL 824394	NOKL 828509
NOKL 824328	NOKL 824396	NOKL 828624
NOKL 824330	NOKL 824397	